

AMENDMENT TO OIL, GAS AND MINERAL LEASE

This Amendment to Oil, Gas and Mineral Lease is made by and between Jimmy Morrow and Bobby Murray (collectively, "Lessor"), and Chesapeake Exploration, LLC, an Oklahoma limited partnership ("Lessee").

WHEREAS, Arlington Willowstone, Ltd., a Texas limited partnership, and EOG Resources, Inc. entered into an Oil, Gas and Mineral Lease dated January 11, 2006 ("Lease") covering, among other property, 39.691 acres in Tarrant County, Texas described on Exhibit A attached to the Lease; and

WHEREAS, Arlington Willowstone, Ltd. conveyed to Lessor all oil, gas and other minerals in and under the property described in Exhibit A of the Lease; and

WHEREAS, Lessee has agreed to pay Lessor an additional bonus of \$10,250 per net mineral acre to extend the primary term of the Lease; and

WHEREAS, Lessor and Lessee have agreed to amend the Lease in certain respects.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1.

Section 2 of the Lease is amended to read as follows:

2. Subject to the other provisions herein contained, this lease shall remain in force for a term of three (3) years from this date (called "Primary Term"), and as long thereafter as oil, gas or other minerals is produced from said physical land or land with which said land or any part thereof is pooled, or this lease is maintained by virtue of some other provision hereof.

2.

Section 15 of the Lease is hereby deleted.

3.

Section 32 of the Lease is amended to read as follows:

32. Any lease well, proration unit or pooled unit ("unit") formed including any portion of the land shall be limited to those depths from the surface down to 100 feet below the stratigraphic equivalent of the base of the "Barnett Shale" formation. Prior to the end of the Primary Term, all of the leased premises described on Exhibit A must be included in one or more units, each one of which

is capable of producing oil or gas in paying quantities, for purposes of computing the royalty payable to Lessor.

4.

This Amendment to Oil, Gas and Mineral Lease shall be binding upon and inure to the benefit of the parties and their successors and assigns.

Executed the 2nd day of ^{May} ~~April~~, 2008, to be effective as of January 11, 2008.

LESSOR: *ID# ZO-1270218*

~~Arlington Willowstone Management, L.L.C., a Texas limited liability company, general partner~~

*Ltd. B2m Gr
Partnership, B2m Gr
By: Jimmy Morrow, Member General Partner
and Individually*

By: *Bobby Murray*
~~Bobby Murray, Member Partner and
Individually B2m~~

LESSEE:

~~Chesapeake Exploration, L.L.C., successor by merger to Chesapeake Exploration Limited Partnership~~

By: *HJH*
~~Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel~~

STATE OF TEXAS)
)
 §
COUNTY OF TARRANT)

This instrument was acknowledged before me on this 2nd day of May,
2008, by Jim Morrow, as Member of Arlington Willowstone Management, L.L.C. on behalf of
said limited liability company.

Murrow
Partnership

My Commission Expires: 08-02-2011
Commission Number: 12617876-8

Ltd. psm
Sherri Torres

Notary Public



STATE OF TEXAS)
)
 §
COUNTY OF TARRANT)

This instrument was acknowledged before me on this 2nd day of May,
2008, by Bobby Murrow, as Member of Arlington Willowstone Management, L.L.C. on behalf of
said limited liability company.

Murrow
Partnership

My Commission Expires: 08-02-2011
Commission Number: 12617876-8

Ltd. psm on
Sherri Torres

Notary Public



STATE OF OKLAHOMA)
)
 §
COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on this 31st day of April,
2008, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of
Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

Henry J. Hood

Notary Public

My Commission Expires: 07-03-2011
Commission Number: 04/13/11

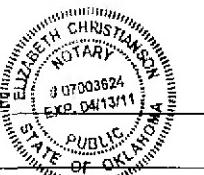


EXHIBIT "A"

Being 39.691 acres of land located in the Walter Ferrell Survey, Abstract No. 537, Tarrant County, Texas, being a portion of the tract of land described in the deed to Pauline Bratcher Burch, recorded in Volume 11394, Page 1054, Deed Records, Tarrant County, Texas. Said 39.691 acres of land being more particularly described as follows:

Beginning at an $\frac{1}{2}$ " iron rod stamped BEASLEY RPLS 4050 set at the Northeast corner of a tract of land described in the deed to Ballweg Farm, LLC, recorded in Volume 16107, Page 306, Deed Records, Tarrant County, Texas said $\frac{1}{2}$ " iron rod lying N 59°47'07" E 238.08 feet from an $\frac{1}{2}$ " iron rod stamped BEASLEY RPLS 4050 set at an ell corner of a tract of land described in the deed to Henry Ballweg, recorded in Volume 1868, Page 352, Deed Records, Tarrant County, Texas, from which an 5/8" iron rod bears S 57°06'30" E 32.58 feet and a Graham monument bears S 51°51'43" E 29.80 feet, said ell corner lying N 29°59'54" W, a distance of 750.00 feet from the most southerly Southeast corner of said Henry Ballweg tract, being the Northeast corner of a tract of land described in the deed to Mansfield Independent School District recorded in Volume 14824, Page 437, Deed Records, Tarrant County, Texas;

Thence N 59°47'07" E, at a distance of 205.02 feet passing an $\frac{1}{2}$ iron rod at the most Easterly Southeast corner of said Henry Ballweg tract from which an 1" iron rod found at the Southwest corner of a tract of land described in the deed to Sunbelt Land Investment/360, Ltd. recorded in Volume 14138, Page 99, Deed Records, Tarrant County, Texas bears S 30°23'06" E 12.53 feet, in all a distance of 2,060.16 feet to an $\frac{1}{2}$ " iron rod stamped BEASLEY RPLS 4050 set in the West line of a tract of land described in the Judgment to the State of Texas recorded in Volume 11231, Page 1591, Deed Records, Tarrant County, Texas;

Thence Southerly, 1,260.48 feet along said West line of said State of Texas tract and a nontangent curve to the left, having a radius of 5,969.58 feet, a central angle of 12°05'53" and a chord bearing S 10°37'53" W, 1,258.14 feet to an $\frac{1}{2}$ " iron rod stamped BEASLEY RPLS 4050 set in the South line of said Burch tract at the Southwest corner of said State of Texas tract;

Thence S 59°45'12" W, along the South line of said Burch tract at a distance of 1452.40 feet passing an $\frac{1}{2}$ " iron rod found, in all a distance of 1,478.97 feet to a point in Webb Ferrell Road at the Southwest corner of said Burch tract;

Thence N 29°59'54" W, a distance of 635.48 feet along a line in said Webb Ferrell Road and the West line of said Burch tract to a point at the South corner of said Ballweg Farm Tract;

Thence Northerly, 398.42 feet along the East line of said Ballweg Farm tract and a non tangent curve to the left, having a radius of 1,500.00 feet, a central angle of 15°13'06" and a chord bearing N 06°49'20" E, 397.24 feet to the point of beginning, containing 39.691 acres of land.

The bearings recited hereon are oriented to City of Arlington monuments No. AR28 and AR30.



LIZ CHRISTIANSON
CHESAPEAKE ENERGY CORP
P O BOX 18496
OKLAHOMA CITY OK 73154

Submitter: TERRY HARRIS

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 05/14/2008 12:58 PM
Instrument #: D208179004
OPR 5 PGS \$28.00

By: _____



D208179004

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

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